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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 16747  
(U.S. EQUAL EMPLOYMENT OPPORTUNITY COMMISSION)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and the U.S. Equal Employment Opportunity Commission ("EEOC") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 16747 (U.S. Equal Employment Opportunity Commission) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on November 14, 2007, EEOC filed proof of claim number 16747 against Delphi, asserting a priority claim in the amount of \$30,000.00 (the "Claim").

WHEREAS, on December 21, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twenty-Fourth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (A) Duplicate Or Amended Claims, (B) Claims Not Reflected On Debtors Books And Records (C) Untimely Claims, And (D) Claims Subject To Modification, Modified Claims Asserting Reclamation, And Claim Subject To Modification That Is Subject To Prior Order (Docket No. 11588) (the "Twenty-Fourth Omnibus Claims Objection").

WHEREAS, on January 23, 2008, the EEOC filed its Response Of U.S. Equal Employment Opportunity Commission To Debtors' Omnibus Objection To Claims (Docket No. 12303) (the "Response").

WHEREAS, on January 25, 2008, this Court entered the Order Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 Disallowing and Expunging (A) Duplicate or

Amended Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Untimely Claims, and (D) Claims Subject to Modification, Modified Claims Asserting Reclamation, and Claim Subject to Modification that is Subject to Prior Order Identified in Twenty-Fourth Omnibus Claims Objection (the "Order") (Docket No. 12363) expunging the Proof of Claim.

WHEREAS, the EEOC filed the Response before the January 18, 2008 response deadline and therefore the hearing on the Debtors' Twenty-Fourth Omnibus Claims Objection to the Claim should have been adjourned. Instead, the Claim was erroneously expunged by the Order.

WHEREAS, in the interest of fairness to the EEOC, the Debtors acknowledge that the Claim should be reinstated and the Order should be amended pursuant to rules 3008 and 9024 of the Federal Rules of Bankruptcy Procedure so as to reflect the adjournment of the hearing on the Debtors' Twenty-Fourth Omnibus Claims Objection to the Claim to a future hearing date.

WHEREAS, on May 29, 2008, to resolve the Twenty-Fourth Omnibus Claims Objection with respect to the Claim, DAS LLC and the EEOC entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$30,000.00.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and the EEOC stipulate and agree as follows:

1. The Claims shall be reinstated.
2. The Claim shall be allowed in the amount of \$30,000.00 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
3. The EEOC shall withdraw its Response to the Twenty-Fourth Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 12th day of June, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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